

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
IN RE: EPHEDRA PRODUCTS LIABILITY :  
LITIGATION :  
:  
-----X

04 M.D. 1598(JSR)

PERTAINS TO ALL CASES  
:  
:  
-----X

**AFFIDAVIT OF JOHN C. THORNTON, ESQ. IN SUPPORT OF MOTION FOR  
REIMBURSEMENT OF EXPENSES INCURRED BY ANDREWS & THORNTON  
PRIOR TO THE ASSIGNMENT OF MDL 1598**

I, John C. Thornton, Esq., hereby declare:

1. I am an Attorney duly licensed to practice law in the State of California and admitted to practice *pro hac vice* before this Court.

2. I have personal knowledge of the following facts and, if called as a witness, I could competently testify thereto.

3. This Affidavit is an explanation of expenses incurred by Andrews & Thornton in connection with the Twinlab Chapter 11 case, *In Re: TL Administration Corporation, et al. (Twinlab)*. These expenses were incurred after the filing of Bankruptcy by Twinlab and prior to the formation of MDL-1598.

4. On September 4, 2003, TL Administration Corp. (f/k/a Twinlab Corporation), TL Administration Inc. (f/k/a Twin Laboratories Inc.) and TL Administration (UK) Ltd. (f/k/a Twin Laboratories (UK) Ltd.) (hereinafter collectively "Debtors") filed a petition for reorganization under Chapter 11 of Title 11 of the United States Code.

5. Twinlab involved a company with a significant portion of its corporate debt in bonds and with an organized bond creditor group. The bond creditor group in effect controlled the official committee of unsecured creditors and had interests significantly adverse to tort claimants, who were also unsecured creditors of Twinlab. The non-tort claim creditors accounted for \$70 million in claims and would compete directly with the tort creditors for the limited sums that would be available for Twinlab's general creditors. Simply put, it was in the interest of the bond creditor group to challenge and seek to disallow or materially reduce the claimed value of the tort creditors claims, which were unliquidated and subject to the uncertainties of litigation.

6. Anne Andrews, Esq., an officer of Andrews & Thornton, contacted a number of attorneys for advice about how to establish a position for the tort claimants within the bankruptcy. She consulted with a prominent New York attorney who worked with Andrews & Thornton as co-counsel on a previous Twinlab case, *McDonald v. Twinlab, et al.* Ms. Andrews was advised to contact and retain Fred Brooks, a Financial Consultant with extensive experience in bankruptcy.

7. Andrews & Thornton retained Fred Brooks of Connecticut Economics as a Financial Consultant to help with the daunting problem of establishing an effective position for the tort claimants.

8. Mr. Brooks analyzed the Twinlab Bankruptcy and provided the benefit of his experience in complex bankruptcy and with bond creditors. He provided assistance and direction in connection with addressing the challenges presented at the onset of the case for all tort claimants, including the problems of dealing with the unofficial Creditor Committee which was, as discussed above, hostile to the claims of the tort claimants.

Mr. Brooks provided expert analysis of the situation and proposed the first steps of a plan of action. He explained that the tort claimants constituted a significant general unsecured creditor constituency to which the creditors owed fiduciary obligations. Mr. Brooks emphasized the importance of retaining dynamic creative counsel to represent the tort claimants. He assisted in locating various professionals, most importantly David Molton, Esq., then of Buchanan Ingersoll, P.C.

9. Mr. Brooks' services were rendered in September and October of 2003, however payments for his services were made in six payments of \$6,800.00: three in December 2003; one in February, 2004; one in March 2004 and a final payment in April 2004. A copy of Mr. Brooks's bill from Connecticut Economics dated November 7, 2003 along with the front and back of checks: No. 1015, dated December 1, 2003; No. 1017 dated December 10, 2003; No. 1022 dated December 10, 2003; No 1028 dated February 9, 2004; No. 1035 dated March 11, 2004; No. 1038 dated April 21, 2004 are attached collectively as Exhibit 1.

10. David Molton was retained in October of 2003. The initial payment for the professional services of Mr. Molton and his firm, Buchanan Ingersoll, P.C., were made by Andrews & Thornton. A \$10,000 retainer was paid on November 7, 2003. A copy of the front and back of check number 1008 dated November, 7, 2003 is attached as Exhibit 2.

11. The foundation for the consensual non-litigated resolution to all underinsured claims and related indemnity claims within a plan of liquidation was devised during those formative days. The work performed by Anne Andrews, Fred Brooks and David Molton and others during the pre MDL period was integral to the

resolution of the Twinlab underinsured cases. This pre MDL work, and the associated costs, also served as a template for the subsequent resolution of the Muscletech, NVE and Metabolife bankruptcies.

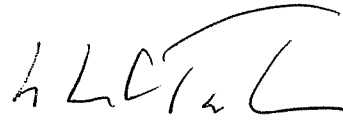
12. An Official Tort Claimants Committee was appointed by Judge Blackshear, over objections from trade creditors, and a valuation was made of the tort claims by an expert retained by the Official Tort Claimants Committee. Thereafter, the interested parties, working together on the then Twinlab global settlement template, obtained from this Court a temporary stay against non-debtor defendants to prevent indemnification claims from being liquidated to the estate's detriment and to permit global negotiations with Twinlab, its insurer, retailers and other co-defendants. The global settlement of underinsured tort claims required cash contributions from Twinlab, its retailers and other co-defendants, in exchange for releases and channeling injunctions to achieve finality for all participating parties. The final step was the consensual allocation of the global settlement by a referee, Retired Justice John Trotter. Ms. Andrews and Mr. Molton believed and proclaimed that such a resolution could be accomplished even before the determination by the Court of the science/*Daubert* trial which was held by the Court in early 2005. Their belief was greeted by almost universal skepticism at the time.

13. Anne Andrews, Esq. served on the Creditor Committee for all four (4) bankruptcies and David Molton served as Committee Counsel for Official Committees in the Twinlab, Muscletech, NVE and Metabolife bankruptcies. Although Muscletech as a Chapter 15 Bankruptcy posed some unique and challenging problems, the Twinlab template prevailed in Muscletech, NVE, and Metabolife.

14. This Affirmant respectfully requests that this Court recognize that the work and expenses incurred by Andrews & Thornton prior to the formation of the MDL was integral to the resolution achieved in the Twinlab bankruptcy and directly benefited future MDL cases including those cases in the Muscletech, NVE and Metabolife bankruptcies. These costs have not been previously reimbursed from any other source.

15. This Affirmant respectfully requests that this Court find good cause exists to reimburse Andrews & Thornton in the amount of \$50,800.00. This amount reflects the costs paid to Fred Brooks of \$40,800.00 for his professional services and to Buchanan Ingersoll, P.C. for \$10,000.00

I declare under penalty of perjury under the laws of the State of New York that the foregoing is true and correct and that this Affidavit was executed this 30<sup>th</sup> day of April 2008 at Santa Ana, California.

A handwritten signature in black ink, appearing to read 'J. C. Thornton', is written above a horizontal line.

John C. Thornton, Esq.

# EXHIBIT

1

CONNECTICUT ECONOMICS CORPORATION  
 189 Shore Road  
 Old Greenwich, CT 06870  
 203 637 0069

November 7, 2003

Ann Andrews, Esq.  
 Andrews & Thornton  
 820 N. Parton, 2<sup>nd</sup> Floor  
 Santa Ana, California

In re Twinlab Corporation, et al  
 Chapter 11 Case No. 03-15564

For consulting and advisory services of Frederic H. Brooks for the period from September 26, 2003 to October 29, 2003.

102 hours

\$40,800 including disbursements

6 payments

<u>Date</u>	<u>Ch#</u>	<u>Amount</u>	<u>L</u>
* 12/1/03	1015	6,800	
12/10/03	1017	6,800	
12/16/03	1022	6,800	
2/9/04	1028	6,800	
3/11/04	1035	6,800	
4/21/04	1038	6,800	
		<hr/> 40,800	

ANDREWS & THORNTON LAW OFFICES  
COST ACCOUNT  
820 N PARTON, 2nd FLOOR  
SANTA ANA, CA 92701



PACIFIC  
MERCANTILE  
BANK

450 Newport Center Drive, Ste 100  
Newport Beach, CA 92660

90-4286/1222

1015

Exhibit D  
12/1/2003

PAY TO THE ORDER OF Fredric H Brooks

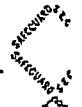
\$ \*\*6,800 00

Six Thousand Eight Hundred and 00/100\*\*\*\*\*

DOLLARS

Fredric H Brooks  
189 Shore Rd  
Old Greenwich, CT 06870

*[Handwritten Signature]*



MEMO



⑈001015⑈ ⑆122242869⑆ 002722304⑈

ANDREWS & THORNTON LAW OFFICES Cost Account  
Fredric H Brooks

12/1/2003

1015

6,800 00

LH-AT Joint Cost - 27223

6,800 00

ANDREWS & THORNTON LAW OFFICES Cost Account  
Fredric H Brooks

12/1/2003

1015

6,800 00

LH-AT Joint Cost - 27223

6,800 00

SF5001NL 1

TO REORDER, CALL YOUR LOCAL SAFEGUARD DISTRIBUTOR AT 714-658-9399

M035P027735

SAFEGUARD LITHO USA SF501 CI 5001NL (201)



<p><b>ANDREWS &amp; THORNTON LAW OFFICES</b>                  COST ACCOUNT                  800 N. FAYEN, 2ND FLOOR                  SANTA ANA, CA 92701</p>	<p><small>PAY TO THE ORDER OF</small>                    450 Newport Center Drive, Ste. 100                  Newport Beach, CA 92660                  949-436-7222</p>	<p><b>1015</b></p> <p>12/12/03</p> <p>\$ <b>**6,800.00</b></p>
<p>PAY TO THE ORDER OF <b>Freddie H. Brooks</b></p> <p><b>\$ 6,800.00</b></p> <p><b>Six Thousand Eight Hundred and 00/100</b></p>		
<p><b>Freddie H. Brooks</b>                  189 Shore Rd                  Old Greenwich, CT 06870</p>		
<p>MEMO</p>		
<p>⑈001015⑈ ⑈122242869⑈ ⑈002722304⑈ ⑈0000680000⑈</p>		

1015      Front    12/08/03      \$6800.00

<p><b>1015</b></p> <p><b>12/8/2003</b></p> <p><b>109900875102</b></p> <p><b>070300324</b></p>	<p><b>12/8/2003</b></p>	<p><b>7066007</b></p> <p><b>90 E</b></p> <p><b>THE BANK OF AMERICA</b></p> <p><b>BRANCH</b></p> <p><b>NEWPORT BEACH</b></p>
---	-------------------------	---

1015      Back    12/08/03      \$6800.00

**ANDREWS & THORNTON LAW OFFICES**  
COST ACCOUNT  
820 N PARTON, 2nd FLOOR  
SANTA ANA, CA 92701



450 Newport Center Drive, Ste 100  
Newport Beach, CA 92660  
90-4286/1222

1017

Exhibit D  
12/10/2003

PAY TO THE ORDER OF Connecticut Economics Corporation

\*\*6,800 00  
\$

Six Thousand Eight Hundred and 00/100\*\*\*\*\*

DOLLARS

Connecticut Economics Corporation  
Attn Fred Brooks  
37 MacArthur Dr  
Old Greenwich, CT 06870

*[Handwritten Signature]*  
MP  
SUNSHINE CC  
SUNSHINE CC

MEMO

Second Payment

⑈001017⑈ ⑆122242869⑆ 002722304⑈

ANDREWS & THORNTON LAW OFFICES Cost Account  
Connecticut Economics Corporation

12/10/2003

1017

6,800 00

LH-AT Joint Cost - 27223 Second Payment

6,800 00

ANDREWS & THORNTON LAW OFFICES Cost Account  
Connecticut Economics Corporation

12/10/2003

1017

6,800 00

LH-AT Joint Cost - 27223 Second Payment

6,800 00

SF5001NL1


TO REORDER, CALL YOUR LOCAL SAFEGUARD DISTRIBUTOR AT 714-555-0259

MMSF027735

SAFEGUARD  
LITHO IN USA SISKI CHARTERED (LITHO)

PAGE 3

Period: 11/2

<b>ANDREWS &amp; THORNTON LAW OFFICES</b> POST ADDRESS 820 N. PARTEN, 3rd FLOOR SANTA ANA, CA 92701		PRESENTED HEREIN 455 Newport Center Drive, Ste. 120 Newport Beach, CA 92660 949-426-1227	<b>1017</b> 12/16/2003
PAY TO THE ORDER OF <b>Connecticut Economics Corporation</b> \$ <b>6,800.00</b> Six Thousand Eight Hundred and 00/100		DOLLARS	
MEMO Second Payment			
Connecticut Economics Corporation Attn: Fred Brooks 37 MacArthur Dr Old Greenwich, CT 06870			
1017 12222426691 002722304 0000680000			

1017

Front 12/26/03

\$6800.00

The security features listed below are visible on the front of the check. Security Features: • Watermark: A watermark of the number 1017 is visible in the center of the check. • Microprint: Microprint is visible around the perimeter of the check. • Color: The check is printed on high quality, color coated paper. • Ink: The ink is of high quality and is visible on the front of the check. • Paper: The paper is of high quality and is visible on the front of the check. • Security: The check is secured by a security thread. • Other: Other security features are visible on the front of the check.	0048 12671 12/26/2003	PAY TO THE ORDER OF Fred Brooks 37 MacArthur Dr Old Greenwich, CT 06870
1017 12222426691 002722304 0000680000	1017 12222426691 002722304 0000680000	

1017

Back 12/26/03

\$6800.00

Actual Payment  
 Connecticut Economics Corporation  
 37 MacArthur Dr  
 Old Greenwich, CT 06870  
 12/26/2003  
 12222426691 002722304 0000680000

PAY TO THE ORDER OF  
 Fred Brooks  
 37 MacArthur Dr  
 Old Greenwich, CT 06870  
 MEMO

**ANDREWS & THORNTON LAW OFFICES**  
 COST ACCOUNT  
 820 N PARTON, 2nd FLOOR  
 SANTA ANA, CA 92701



450 Newport Center Drive, Ste 100  
 Newport Beach, CA 92660  
 949-4286/1222

1022

Exhibit D  
 12/10/2003

PAY TO THE ORDER OF Connecticut Economics Corporation

\$ \*\*6,800 00

Six Thousand Eight Hundred and 00/100\*\*\*\*\*

DOLLARS

Connecticut Economics Corporation  
 Attn Fred Brooks  
 37 MacArthur Dr  
 Old Greenwich, CT 06870

*LLC*

MEMO

Thrd Payment

⑈001022⑈ ⑆122242869⑆ 002722304⑈

ANDREWS & THORNTON LAW OFFICES Cost Account  
 Connecticut Economics Corporation

12/10/2003

1022

6,800 00

LH-AT Joint Cost - 27223 Thrd Payment

6,800 00

ANDREWS & THORNTON LAW OFFICES Cost Account  
 Connecticut Economics Corporation

12/10/2003

1022

6,800 00

LH-AT Joint Cost - 27223 Thrd Payment

6,800 00

SF500111L 1

TO REORDER, CALL YOUR LOCAL SAFEGUARD DISTRIBUTOR AT 714 600-9399

M03SF027735

SPRINGER LITHO USA 8551 027603111L (200)

**PAY TO THE ORDER OF**

**COMPANET ECONOMICS CORPORATION**

**\$ 6,800.00**

**DOLLARS**

**MEMO**

**Third Payment**

**ANDREWS & THORNTON LAW OFFICES**

**COST ACCOUNT**

**103 N. PARTEN 2nd FLOOR**

**SANTA ANA, CA 92701**

**PROCTER MERCHANTILE BANK**

**430 Newport Center Drive, Ste. 100**

**Newport Beach, CA 92660**

**1022**

**12-10-2003**

**60-4254-1222**

**LLC Inc.**

**001022 1222242859 002222304**

**0000680000**

1. General  
 2. General  
 3. General  
 4. General  
 5. General  
 6. General  
 7. General  
 8. General  
 9. General  
 10. General  
 11. General  
 12. General  
 13. General  
 14. General  
 15. General  
 16. General  
 17. General  
 18. General  
 19. General  
 20. General  
 21. General  
 22. General  
 23. General  
 24. General  
 25. General  
 26. General  
 27. General  
 28. General  
 29. General  
 30. General  
 31. General  
 32. General  
 33. General  
 34. General  
 35. General  
 36. General  
 37. General  
 38. General  
 39. General  
 40. General  
 41. General  
 42. General  
 43. General  
 44. General  
 45. General  
 46. General  
 47. General  
 48. General  
 49. General  
 50. General  
 51. General  
 52. General  
 53. General  
 54. General  
 55. General  
 56. General  
 57. General  
 58. General  
 59. General  
 60. General  
 61. General  
 62. General  
 63. General  
 64. General  
 65. General  
 66. General  
 67. General  
 68. General  
 69. General  
 70. General  
 71. General  
 72. General  
 73. General  
 74. General  
 75. General  
 76. General  
 77. General  
 78. General  
 79. General  
 80. General  
 81. General  
 82. General  
 83. General  
 84. General  
 85. General  
 86. General  
 87. General  
 88. General  
 89. General  
 90. General  
 91. General  
 92. General  
 93. General  
 94. General  
 95. General  
 96. General  
 97. General  
 98. General  
 99. General  
 100. General

Front 01/14/04

\$6800.00

10

[illegible]

1022

Back 01/14/04

\$6800.00

ANDREWS & THORNTON LAW OFFICES  
COST ACCOUNT  
820 N PARTON, 2nd FLOOR  
SANTA ANA, CA 92701

PACIFIC  
MERCANTILE  
BANK

450 Newport Center Drive, Ste 100  
Newport Beach, CA 92660

90-4286/1222

1028

Exhibit D  
2/9/2004

PAY TO THE ORDER OF Connecticut Economics Corporation

\$ \*\*6,800 00

Six Thousand Eight Hundred and 00/100\*\*\*\*\*

DOLLARS

Connecticut Economics Corporation  
Attn: Fred Brooks  
37 MacArthur Dr  
Old Greenwich, CT 06870

MEMO

Fourth Payment

⑈001028⑈ ⑆122242869⑆ 002722304⑈

ANDREWS & THORNTON LAW OFFICES Cost Account

Connecticut Economics Corporation

2/9/2004

1028

6,800 00

LH-AT Joint Cost - 27223 Fourth Payment

6,800 00

ANDREWS & THORNTON LAW OFFICES Cost Account

Connecticut Economics Corporation

2/9/2004

1028

6,800 00

LH-AT Joint Cost - 27223 Fourth Payment

6,800 00

SF5001NL-7

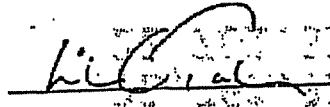
TO REORDER, CALL YOUR LOCAL SAFEGUARD DISTRIBUTOR AT 714-668-8399

M03SF027735

© 2004 SAFEGUARD PAPER PRODUCTS COMPANY

Account: 2722304

Period: 2/28/2004

<b>ANDREWS &amp; THORNTON LAW OFFICES</b> COST ACCOUNT 820 N. PARTON, 2nd FLOOR SANTA ANA, CA 92701		<b>PACIFIC MERCHANTILE BANK</b> 480 Newport Center Drive, Ste. 100 Newport Beach, CA 92660 80-4280/1222	1028 2/28/2004
PAY TO THE ORDER OF Connecticut Economics Corporation \$ 6,800.00 Six Thousand Eight Hundred and 00/100		DOLLARS	
Connecticut Economics Corporation Anne Fred Brooks 37 MacArthur Dr Old Greenwich, CT 06870			
MEMO Fourth Payment		000006800000	
⑆001028⑆ ⑆122242869⑆ 002722304⑆			

1028

Front 03/04/04

\$6800.00

PAY TO THE ORDER OF FIRST UNION NATIONAL BANK 102101108-4 CONNECTICUT ECONOMICS CORPORATION 20001187703	1061 03100000114 5124/28749	026 78252 1028 03/04/2004
--	-----------------------------------	---------------------------------

1028

Back 03/04/04

\$6800.00

**ANDREWS & THORNTON LAW OFFICES**  
 COST ACCOUNT  
 820 N PARTON, 2nd FLOOR  
 SANTA ANA, CA 92701



450 Newport Center Drive, Ste 100  
 Newport Beach, CA 92660  
 90-4285/1222

1035

Exhibit D  
 3/11/2004

PAY TO THE ORDER OF Connecticut Economics Corporation

\$ \*\*6,800 00

Six Thousand Eight Hundred and 00/100\*\*\*\*\*

DOLLARS

Connecticut Economics Corporation  
 Attn Fred Brooks  
 37 MacArthur Dr  
 Old Greenwich, CT 06870

*[Handwritten Signature]*



MEMO

Fifth Payment

\*\*\*\*\*

⑈001035⑈ ⑆122242869⑆ 002722304⑈

ANDREWS & THORNTON LAW OFFICES Cost Account  
 Connecticut Economics Corporation

3/11/2004

1035

6,800 00

LH-AT Joint Cost - 27223 Fifth Payment

6,800 00

ANDREWS & THORNTON LAW OFFICES Cost Account  
 Connecticut Economics Corporation

3/11/2004

1035

6,800 00

LH-AT Joint Cost - 27223 Fifth Payment

6,800 00

575001NL 1

TO REORDER CALL YOUR LOCAL SAFEGUARD DISTRIBUTOR AT 714-659-8339

M035F027735

2 SAFEGUARD LITHO USA 5831 047508111L (2001)



ANDREWS & THORNTON LAW OFFICES  
 COST ACCOUNT  
 820 N. PARTON, 2nd FLOOR  
 SANTA ANA, CA 92701

PACIFIC  
 HERESANTILE  
 BANK

400 Newport Center Drive, Ste. 100  
 Newport Beach, CA 92660

30-428671222

3/11/2004

1035

PAY TO THE ORDER OF  
 Connecticut Economics Corporation

Six Thousand Eight Hundred and 00/100

Connecticut Economics Corporation  
 Attn: Fred Brooks  
 37 MacArthur Dr  
 Old Greenwich, CT 06870

MEMO  
 Fish Payment

\*\*\*6,800.00  
 DOLLARS

FOO 1035# 122242869# 002722304#

1035

Front 03/18/04

\$6800.00

PAY TO THE ORDER OF  
 FIRST UNION NATIONAL BANK  
 121101104  
 FIRST UNION  
 CONNECTICUT  
 ECONOMICS CORPORATION  
 12000115708

0072 392

03/18/2004

03122304  
 12240115 000  
 03100000114  
 0318/2004

03122304  
 12240115 000  
 03100000114  
 0318/2004

03122304  
 12240115 000  
 03100000114  
 0318/2004

1035

Back 03/18/04

\$6800.00

ANDREWS & THORNTON LAW OFFICES  
COST ACCOUNT  
820 N PARTON, 2nd FLOOR  
SANTA ANA, CA 92701



450 Newport Center Drive, Ste 100  
Newport Beach, CA 92660

9D-4286/1222

1038

Exhibit D  
4/21/2004

PAY TO THE ORDER OF Connecticut Economics Corporation

\$ \*\*6,800 00

Six Thousand Eight Hundred and 00/100\*\*\*\*\*

DOLLARS

Connecticut Economics Corporation  
Attn Fred Brooks  
37 MacArthur Dr  
Old Greenwich, CT 06870

MEMO

Sixth (Final) Payment

4/21/2004

⑈001038⑈ ⑆122242869⑆ 002722304⑈

ANDREWS & THORNTON LAW OFFICES Cost Account  
Connecticut Economics Corporation

4/21/2004

1038

6,800 00

LH-AT Joint Cost - 27223 Sixth (Final) Payment

6,800 00

ANDREWS & THORNTON LAW OFFICES Cost Account  
Connecticut Economics Corporation

4/21/2004

1038

6,800 00

LH-AT Joint Cost - 27223 Sixth (Final) Payment


6,800 00

SPFD01NL 1

TO REORDER, CALL YOUR LOCAL SAFEGUARD DISTRIBUTOR AT 714-958 6399

MDSFD27735

SAFEGUARD DISTRIBUTION

<b>ANDREWS &amp; THORNTON LAW OFFICES</b> COST ACCOUNT 820 N. PARTON, 2nd FLOOR SANTA ANA, CA 92701		PACIFIC MERCHANTILE BANK 450 Newport Center Drive, Box 100 Newport Beach, CA 92660 949-423-1222	1038 4/21/2004
PAY TO THE ORDER OF <b>Connecticut Economics Corporation</b> Six Thousand Eight Hundred and 00/100		\$ 6,800.00 DOLLARS	
MEMO Connecticut Economics Corporation Attn: Fred Brooks 37 MacArthur Dr. Old Greenwich, CT 06870			
State (Final) Payment		#0000680000#	
#001038# 6122242859# 002722304#			

1038 Front 04/30/04 \$6800.00

The money is payable to the order of the person or entity named in the "Pay to the order of" field. If the money is payable to the order of a company, the company must be properly identified in the "Pay to the order of" field. If the money is payable to the order of a government agency, the agency must be properly identified in the "Pay to the order of" field. If the money is payable to the order of a government agency, the agency must be properly identified in the "Pay to the order of" field. If the money is payable to the order of a government agency, the agency must be properly identified in the "Pay to the order of" field.	APR 28 04:11 10122242859# 002722304#	APR 28 07:23 10122242859# 002722304#	APR 28 07:23 10122242859# 002722304#
--	---	---	---

1038 Back 04/30/04 \$6800.00

# EXHIBIT

2

ANDREWS & THORNTON LAW OFFICES  
COST ACCOUNT  
820 N. PARTON, 2nd FLOOR  
SANTA ANA, CA 92701



450 Newport Center Drive, Ste 100  
Newport Beach, CA 92660

90-4286/1222

1008

Exhibit D  
11/7/2003

PAY TO THE ORDER OF Buchanan Ingersoll PC

\$ \*\*10,000 00

Ten Thousand and 00/100\*\*\*\*\*

DOLLARS

Buchanan Ingersoll PC  
140 Broadway, 35th Floor  
New York, NY 10005-1101

*Handwritten signature: HLCIT*

MEMO

Twin Lab BK Representation

⑈001008⑈ ⑆122242869⑆ 002722304⑈

ANDREWS & THORNTON LAW OFFICES Cost Account  
Buchanan Ingersoll PC

11/7/2003

1008

10,000 00

LH-AT Joint Cost - 27223 Twin Lab BK Representation

10,000 00

ANDREWS & THORNTON LAW OFFICES Cost Account  
Buchanan Ingersoll PC

11/7/2003

1008

10,000 00

LH-AT Joint Cost - 27223 Twin Lab BK Representation

10,000 00

SFS001N1-1



TO REORDER, CALL YOUR LOCAL SAFEGUARD DISTRIBUTOR AT 714-945-9399

SAFEGUARD UNITED STATES OF AMERICA

M035F02725

PAGE 3

Period: 11

<b>ANDREWS &amp; THORNTON LAW OFFICES</b> COST ACCOUNT 230N PARKER STREET SANTA ANA, CA 92701		 <b>1008</b> 11/7/03 \$**10000.00 DOLLARS	
PAY TO THE ORDER OF JEN THORNTON JEN THORNTON 140 Broadway, 35th Floor New York, NY 10005-1101 Twin Lab BK Representation			
MICR *001008* 111222428591-002712304*		*0001000000*	

1008

Front 11/18/03

\$10000.00

041000124 NATIONAL CITY 11/17/03 11/18/2003	0101 37317 11/18/03	PAY TO THE ORDER OF JEN THORNTON JEN THORNTON 140 Broadway, 35th Floor New York, NY 10005-1101
--	------------------------	--

1008

Back 11/18/03

\$10000.00